

PONDY OXIDES AND CHEMICALS LIMITED **POCL**[®]

29.06.2020

Scrip code: 532626

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2020

With regard to regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the Annual Secretarial Compliance Report received from the Practising Company Secretary for the year 2019-20.

Kindly take the above on record.

Thanking you
Yours faithfully

For Pondy Oxides and Chemicals Limited



K. Kumaravel
GM Finance & Company Secretary.



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India.

Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455

e-mail : info@pocl.co.in Web : www.pocl.co.in

CIN No. : L24294TN1995PLC030586

GSTIN : 33AAACP5102D4Z4



Secretarial Compliance Report for financial year ended 31st March 2020
{Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 read with Cir No. CIR/CFD/CMD1/27/2019 dt 08.02.2019}

To,
The Board of Directors
Pondy Oxides and Chemicals Limited
KRM Centre, 4th floor,
#2, Harrington Road, Chetpet
Chennai, Tamil Nadu - 600031

I/We, KSM Associates have examined:

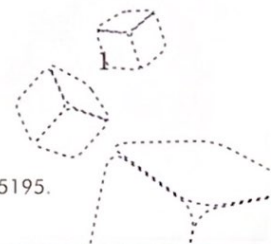
- (a) all the documents and records made available to us and explanation provided by Pondy Oxides and Chemicals Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;¹
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;²
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;³
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;⁴
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of applicability with the Companies Act and the Listed entity;
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent of applicability to the Listed entity (Issuer);
- (k) Other Rules/Regulations and circulars/guidelines issued thereunder applicable to the listed entity:
 - paragraph 6A and 6B of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 - Not Applicable.

and circulars/guidelines issued thereunder and based on the above examination, I/We hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

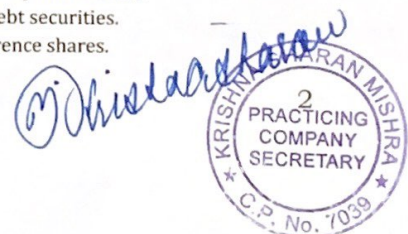
| SN | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|----|---|---|---|
| 1 | SEBI (Prohibition of Insider Trading), Regulations 2015: (i) Intimation to stock exchange under regulation 8(2) regarding inclusion of policy pursuant to regulation 3(2A), as part of "Codes of Fair Disclosure and Conduct" of the Company formulated under regulation 8(1). | Delay in intimation to BSE of amendment of the "Codes of Fair Disclosure and Conduct" of the Company. | Delay in the said reporting. |

¹ Not applicable to the Company, as there was no buy-back by the Company during the year.

² Not applicable to the Company, as the Company does have any Employee stock option scheme.

³ Not applicable to the Company, as the Company has not issued or listed any Debt securities.

⁴ Not applicable to the Company, as the Company has not issued or listed Preference shares.




- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

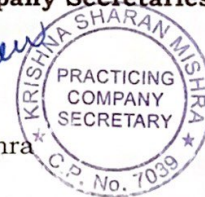
| Sr. No. | Actions taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|------------------|----------------------|---|--|
| NIL | | | | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|--|--|--|
| NOT APPLICABLE | | | | |

For **KSM Associates, Company Secretaries**


 Krishna Sharan Mishra
 Partner
 FCS 6447; CP 7039



Place: Chennai
 Date: 29th June 2020

UDIN: F006447B000394494


This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

To
PONDY OXIDES AND CHEMICALS LIMITED,

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of SEBI Act and SCRA and regulations, circulars and guidelines prescribed thereunder is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 6) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **KSM Associates, Company Secretaries**


Krishna Sharan Mishra
Partner
FCS 6447; CP 7039
UDIN: F006447B000394494



Place: Chennai
Date: 29th June 2020